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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER DISALLOWING AND  
EXPUNGING CLAIM NO. 15530 AND REDUCING AND  
ALLOWING CLAIM NO. 15531 (YORK INTERNATIONAL CORP.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,  
including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-  
possession in the above-captioned cases (the "Debtors") and York International Corp.  
("York" or "Claimant") respectfully submit this Joint Stipulation And Agreed Order  
Disallowing and Expunging Claim No. 15530 And Reducing And Allowing Claim No.  
15531 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on August 11, 2006, Claimant filed proof of claim number 15530 against DAS, asserting a claim in the amount of \$88,202.55 ("Proof of Claim 15530") and proof of claim number 15531 against Delphi Corporation asserting a claim in the amount of \$74,971.50 ("Proof of Claim 15531" and collectively with Proof of Claim 15530, the "Claims"); and

**WHEREAS**, on March 13, 2007, the Debtors objected to the Proof of Claim 15530 pursuant to the Debtors' Tenth Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 7300) (the "Tenth Omnibus Claims Objection"); and

**WHEREAS**, on March 31, 2007, the Debtors objected to the Proof of Claim 15531 pursuant to the Debtors' Eleventh Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims (B) Claims Not Reflected on Debtors' Books and Records, (C)

Untimely Claims, and (D) Claims Subject to Modification ("Eleventh Omnibus Claims Objection") (Docket No. 7031) (the "Eleventh Omnibus Claims Objection"); and

**WHEREAS**, on April 13, 2007, Claimant filed its response to the Tenth and Eleventh Omnibus Claims Objection (the "Response"); and

**WHEREAS**, to resolve the Tenth Omnibus Claims Objection and the Eleventh Omnibus Claims Objection with respect to the Claims, Delphi and Claimant have agreed to enter into a Settlement Agreement dated as of September 24, 2008 (the "Settlement Agreement"); and

**WHEREAS**, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.; and

**WHEREAS**, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that Proof of Claim 15531 shall be allowed as a general unsecured non-priority claim in the amount of \$58,955.99 against DAS and Proof of Claim 15530 shall be disallowed and expunged in its entirety; and

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. Proof of Claim 15331 shall be allowed against DAS in the amount of Fifty-Eight Thousand Nine Hundred and Fifty-Five Dollars and Ninety-Nine Cents (\$58,955.99).

2. Proof of Claim 15330 shall be disallowed and expunged in its entirety.

3. The Response is hereby withdrawn.

Dated: New York, New York  
October 2, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)  
A Member of the Firm  
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Dated: Chicago, Illinois  
September 23, 2008

YORK INTERNATIONAL CORP.  
By its counsel  
REED SMITH LLP  
By:

/s / Stephen T. Bobo

STEPHEN T. BOBO  
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Chicago, Illinois 60606-7507  
(312) 207-1000

**SO ORDERED**

This 15th day of October, 2008  
in New York, New York

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE